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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBERS 11519 AND 11527
(ROTAFORM LLC AND LONGACRE MASTER FUND, LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Rotaform LLC ("Rotaform"), and Longacre Master Fund, Ltd. ("Longacre" and, together with Rotaform, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 11519 And 11527 (Rotaform LLC And Longacre Master Fund, Ltd.) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Rotaform filed (i) proof of claim number 11519 against DAS LLC, asserting unsecured non-priority claims in the amount of \$3,770.00 ("Claim 11519") and (ii) proof of claim number 11527 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$45,258.00 ("Claim 11527," and together with Claim 11519, the "Claims"), both arising from the delivery of goods prior to the Petition Date.

WHEREAS, the Debtors agree with the amounts asserted in Claim 11519 as filed.

WHEREAS, on February 15, 2007, the Debtors objected to Claim 11527 pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 15, 2007, Rotaform filed Rotaform, LLC's Response To The Debtors' Ninth Omnibus Claims Objection (Docket No. 7308) (the "Response").

WHEREAS, on August 14, 2007, Rotaform assigned its interest in the Claims to Longacre pursuant to a Notice of Transfer (Docket No. 9065).

WHEREAS, on April 14, 2008, to resolve the Ninth Omnibus Claims Objection with respect to Claim 11527, DAS LLC and this Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim 11519 shall be allowed as a prepetition general unsecured non-priority claim against DAS LLC in the amount of \$3,770.00, and that Claim 11527 shall be allowed as a prepetition general unsecured non-priority claim against DAS LLC in the amount of \$43,242.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by the Delphi Bankruptcy Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. Claim 11519 shall be allowed in the amount of \$3,770.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim 11527 shall be allowed in the amount of \$43,242.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claims for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure

payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code,
of an executory contract or unexpired lease to which Rotaform is a party.

4. Rotaform shall withdraw its Response to the Ninth Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 9th day of May, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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